

EXHIBIT A



From: Lee Strasburger <lstrasburger@smithlaw.com>
To: lavesh@bionpharma.com; venkat@bionpharma.com; Todd R. Daviau, Ph.D, MBA
CC: 'Jeff Edwards'; 'Dylan Erdle'; 'Ashton Poole'; Heyward Armstrong
Sent: 1/7/2021 9:13:11 AM
Subject: RE: Waiver Letter / Revised Draft for Review
Attachments: Letter Agreement re Termination and Waiver (F) (SA Draft 1-7-21 REDLINE)....pdf; Letter Agreement re Termination and Waiver (F) (SA Draft 1-7-21) 8760773....docx

Lavesh,

We have reviewed your proposed changes to the waiver letter with Jeff, Ashton, and the rest of the NovaQuest Team. We are willing to accept your inclusion of the word "promptly" in the next to last sentence of Paragraph 3, but all of your other proposed changes are hereby rejected. See attached for a revised draft to that effect. If this revised draft is unacceptable, then we should get on the phone with the Bion team ASAP this morning to better understand your position.

We've been consistent with our asks here for a while now and have used our best efforts to faithfully incorporate the feedback that we received from you and Venkat in the various calls on Tuesday. To continue to receive changes to points that we believed were settled is surprising.

Best,
 Lee

LEE STRASBURGER | Smith Anderson
 919.821.6714 | lstrasburger@smithlaw.com

From: lavesh@bionpharma.com [mailto:lavesh@bionpharma.com]
Sent: Wednesday, January 6, 2021 6:08 PM
To: Lee Strasburger <lstrasburger@smithlaw.com>; venkat@bionpharma.com
Cc: 'Jeff Edwards' <Jeff.Edwards@nqcapital.com>; 'Dylan Erdle' <Dylan.Erdle@nqcapital.com>; 'Ashton Poole' <ashton.poole@nqcapital.com>; Heyward Armstrong <harmstrong@smithlaw.com>
Subject: RE: Waiver Letter / Revised Draft for Review

Dear team

Thank you for the efforts this is we believe very close. See attached revised draft of the waiver. Most are just minor cleanup. If there are any issues remaining, we request Ashton or Jeff reach out to Venkat otherwise we can assume this is finalized. Many thanks

Kind regards,

Lavesh

From: Lee Strasburger <lstrasburger@smithlaw.com>
Sent: Wednesday, January 6, 2021 8:46 AM
To: venkat@bionpharma.com; lavesh@bionpharma.com
Cc: Jeff Edwards <Jeff.Edwards@nqcapital.com>; Dylan Erdle <Dylan.Erdle@nqcapital.com>; Ashton Poole <ashton.poole@nqcapital.com>; Heyward Armstrong <harmstrong@smithlaw.com>
Subject: Waiver Letter / Revised Draft for Review

Bion Team,

See attached for a revised draft of the waiver letter in light of your conversation with the NovaQuest Team yesterday. Let us know if you have any questions.

Best,
 Lee

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From: Ashton Poole [mailto:ashton.poole@nqcapital.com]
Sent: Tuesday, January 5, 2021 8:37 PM
To: venkat@bionpharma.com
Cc: Jeff Edwards <Jeff.Edwards@nqcapital.com>; lavesh@bionpharma.com; Lee Strasburger <lstrasburger@smithlaw.com>; Heyward Armstrong <harmstrong@smithlaw.com>
Subject: Re: Subsidiary Waiver

Venkat thank you for your message. We have discussed the points with Smith Anderson (copied) and they will be sending a follow-up draft to Lavesh for his review. I too am hopeful that we can finalize this tomorrow.

Jeff and I appreciate both your and Lavesh's assistance and we look forward to a continuing the strong relationship with Bion going forward.

Regards,

Ashton

Ashton Poole
Partner
NovaQuest Capital Management

Sent from my iPad Pro

Ashton Poole
Partner

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On Jan 5, 2021, at 6:47 PM, venkat@bionpharma.com wrote:

Hi Ashton/Jeff,

Refer our call today on the captioned subject, it will be good to get a suitable language from your lawyers covering the following points along with the response to Lavesh's draft circulated today.

We discussed most of the points below, others are just logical to protect Bionpharma's interest and will not impact your ability to operate freely with the "Future Subsidiary".

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

We will turn the draft around as soon as we get the draft from your lawyers. Hope all the other provisions in the draft sent out by Lavesh is acceptable and we can close this tomorrow.

Regards
Venkat

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